

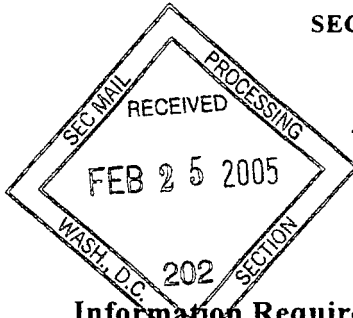
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SECURITIES AND COMMODITIES COMMISSION
Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0123
Expires:	October 31, 2004
Estimated average burden hours per response.....	12.00



**ANNUAL AUDITED REPORT
FORM X-17A-5
PART III**

SEC FILE NUMBER
8-47637

**FACING PAGE
Information Required of Brokers and Dealers Pursuant to Section 17 of the
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING January 1, 2004 AND ENDING December 31, 2004
MM/DD/YY MM/DD/YY

A. REGISTRANT IDENTIFICATION

NAME OF BROKER-DEALER: Schoenholtz & Co.

OFFICIAL USE ONLY
FIRM I.D. NO.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

2 Woodhollow

Irvine,

(City)

California

(State)

92604

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

Ira Schoehnoltz

949-559-4516

(Area Code - Telephone Number)

B. ACCOUNTANT IDENTIFICATION

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report*

George Brenner, CPA A Professional Corporation

(Name - if individual, state last, first, middle name)

10680 W. Pico Boulevard, Suite 260

(Address)

Los Angeles, CA

(City)

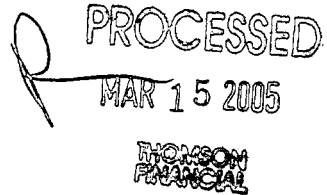
(State)

90064

(Zip Code)

CHECK ONE:

- ☒ Certified Public Accountant
- ☐ Public Accountant
- ☐ Accountant not resident in United States or any of its possessions.



FOR OFFICIAL USE ONLY

*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See Section 240.17a-5(e)(2)

TH 2/4

OATH OR AFFIRMATION

I, Ira Schoenholtz, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of Schoenholtz & Co., as of December 31, 20 04, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

None

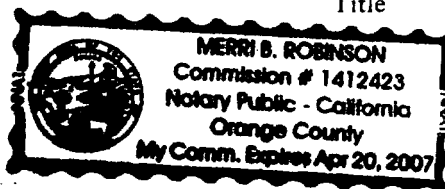
STATE OF CALIFORNIA
COUNTY OF ORANGE.

SUBSCRIBED and sworn to
BEFORE me this 18th day of Feb, 2005

Ira Schoenholtz
Signature

PRESIDENT / CEO.
Title

Merri B. Robinson
Notary Public



This report ** contains (check all applicable boxes):

- ☒ (a) Facing Page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of **Cash Flows**.
- ☒ (e) Statement of Changes in Stockholders' Equity or Partners' or Sole Proprietors' Capital.
- ☐ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☐ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☐ (i) Information Relating to the Possession or Control Requirements Under Rule 15c3-3.
- ☐ (j) A Reconciliation, including appropriate explanation of the Computation of Net Capital Under Rule 15c3-3 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☒ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☒ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.

**For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C.

ANNUAL AUDIT REPORT

DATE - DECEMBER 31, 2004

SCHOENHOLTZ & CO.
2 WOODHOLLOW
IRVINE, CALIFORNIA 92604

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George Brenner, CPA
A Professional Corporation
10680 W. PICO BOULEVARD, SUITE 260
LOS ANGELES, CALIFORNIA 90064
310/202-6445 – Fax 310/202-6494

REPORT OF INDEPENDENT ACCOUNTANT

Board of Directors
Schoenholtz & Co.
Irvine, California

I have audited the accompanying statement of financial condition of Schoenholtz & Co. as of December 31, 2004 and related statements of income, changes in stockholder's equity and cash flows for the year then ended. These financial statements are being filed pursuant to Rule 17a-5 of the Securities Exchange Act of 1934 and include the supplemental schedule of the net capital computation required by rule 15c3-1. These financial statements are the responsibility of Schoenholtz & Co.'s management. My responsibility is to express an opinion on these financial statements based on my audit.

I conducted my audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that I plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. I believe that my audit provides a reasonable basis for my opinion.

In my opinion, such financial statements referred to above present fairly, in all material respects, the financial condition of Schoenholtz & Co. as of December 31, 2004 and the results of its operations, stockholder's equity and cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.



George Brenner, C.P.A.

Los Angeles, California
February 5, 2005

SCHOENHOLTZ & CO.
STATEMENT OF FINANCIAL CONDITION
DECEMBER 31, 2004

ASSETS

Cash	
Checking	\$42,246
Property & equipment, net of accumulative depreciation (\$3,862)	0
Loan receivable – officers	<u>2,664</u>
 TOTAL ASSETS	 <u>\$44,910</u>

LIABILITIES AND STOCKHOLDER'S EQUITY

Accrued expenses	\$ 3,250
Franchise tax payable	<u>204</u>
	<u>3,454</u>
 STOCKHOLDER'S EQUITY	
Common Stock (\$1 par value, 1,000,000 shares authorized, 100 shares issued and outstanding)	\$ 100
Retained earnings	<u>41,356</u>
	<u>41,456</u>
 TOTAL LIABILITIES AND STOCKHOLDER'S EQUITY	 <u>\$ 44,910</u>

See Accompanying Notes to Financial Statements

SCHOENHOLTZ & CO.
STATEMENT OF INCOME
FOR THE YEAR ENDED DECEMBER 31, 2004

REVENUES	
Service fees	\$ 43,831
Interest income	<u>168</u>
TOTAL REVENUES	<u>43,999</u>
OPERATING EXPENSES - SCHEDULE	<u>32,716</u>
INCOME BEFORE TAX PROVISION	11,283
INCOME TAX PROVISION	<u>1,004</u>
NET INCOME	<u>\$ 10,279</u>

See Accompanying Notes to Financial Statements

SCHOENHOLTZ & CO.
STATEMENT OF CHANGES IN SHAREHOLDER'S EQUITY
FOR THE YEAR ENDED DECEMBER 31, 2004

	Common Stock <u>Shares</u>	Common Stock	Paid-In Capital	Retained Earnings	<u>Total</u>
Balance, December 31, 2003	100	\$ 100	\$ 0	\$ 31,077	\$ 31,177
Net Income	<u> </u>	<u> </u>	<u> </u>	<u>10,279</u>	<u>10,279</u>
Balance at December 31, 2004	<u>100</u>	<u>\$ 100</u>	<u>\$ 0</u>	<u>\$ 41,356</u>	<u>\$ 41,456</u>

See Accompanying Notes to Financial Statements

SCHOENHOLTZ & CO.
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED DECEMBER 31, 2004

Cash Flows from Operating Activities:

Net income	\$ 10,279
Change in operating assets and liabilities:	
Income tax payable	204
Accrued expenses	800
Loan receivable	2,538
Clearing account	<u>25,014</u>
Net cash provided by operating activities	<u>38,835</u>
Cash Flows from Investing Activities:	<u>--</u>
Cash Flows from Financing Activities:	<u>--</u>
Net increase in cash	38,835
Cash at beginning of year	<u>3,411</u>
Cash at end of year	<u>\$ 42,246</u>
Supplemental Data	
Interest Paid	<u>\$ 0</u>
Income Taxes	<u>\$ 800</u>

See Accompanying Notes to Financial Statements

SCHOENHOLTZ & CO.
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2004

Note 1 - Summary of Significant Accounting Policies

Organization

Schoenholtz & Co. (the Company), was incorporated on October 6, 1993 and is registered as a broker/dealer in securities under the Securities and Exchange Act of 1934. The Company, in connection with its activities as a broker-dealer, holds no funds or securities for customers. The Company executes and clears all of its transactions through a clearing broker-dealer on a fully disclosed basis and, accordingly, is exempt from the provisions of Rule 15c3-3 under Subparagraph (k)(2)(ii). The Company operates out of its principal and only office located in Irvine, California.

Securities Transactions

Customers' securities transactions and related commission income and expenses are recorded on a trade-date basis.

Depreciation

Equipment is carried at cost. The entire cost of the assets have been expenses under Internal Revenue Code Section 179.

Note 2 - Net Capital Requirements.

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities and Exchange Act of 1934, the Company is required to maintain a minimum of net capital (\$5,000) as defined under such provisions. See the computation of net capital requirements following these Notes to Financial Statements. See page 8.

Note 3 - Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Note 4 - Income Taxes

The provision for income taxes consists of the following:

Federal	\$ 0
State	1,004
	<u>\$ 1,004</u>

SCHOENHOLTZ & CO.
NOTES TO FINANCIAL STATEMENTS - Continued
DECEMBER 31, 2004

The Company has a net operating loss carry forward (NOL) of approximately \$68,000 due to expire beginning in 2022. The State of California requires an \$800 minimum tax.

Note 5 - Off Balance-Sheet Risk

As discussed in Note 1, the customers' securities transactions are introduced on a fully-disclosed basis with its clearing broker/dealer. The clearing broker/dealer carries all of the accounts of the customers of the Company and is responsible for execution, collection and payment of funds, and receipt and delivery of securities relative to customers' transactions. Off-balance-sheet risk exists with respect to these transactions due to the possibility that a customer may charge any losses it incurs to the Company. The Company seeks to minimize this risk through procedures designed to monitor the credit worthiness of its customers and to ensure that customer transactions are executed properly by the clearing broker/dealer.

Note 6 – Clearing Deposit

In the 4th quarter of 2004, the Company terminated its clearing agreement with its existing broker and transferred the clearing account balance into its checking account. Subsequently, the Company established a non depository clearing agreement with another broker.

Note 7 - Exemption From The SEC Rule 15c3-3

Schoenholtz & Co. is an introducing broker-dealer that clears all transactions with and for customers on a fully disclosed basis with an independent securities clearing company and promptly transmits all customer funds and securities to the clearing company, which carries all of the accounts of such customers and maintains and preserves such books and records pertaining thereto pursuant to the requirements of the SEC Rule 17a-3 and 17a-4, as are customarily made and kept by a clearing broker or dealer.

Therefore; Schoenholtz & Co. is exempt from provisions under the SEC Rule 15c3-3, Customer Protection – Reserves and Custody of Security under Rule 15c3-3 paragraph K 2 ii.

Note 8 – Revenue Concentration

The Company's service fees (\$43,831) are all received from an affiliated broker dealer.

SCHOENHOLTZ & CO.
COMPUTATION OF NET CAPITAL REQUIREMENTS PURSUANT
TO RULE 15c3-1
DECEMBER 31, 2004

COMPUTATION OF NET CAPITAL

Total ownership equity	\$ 41,456
Less: Nonallowable asset	
Loan receivable - officer	<u>(2,664)</u>
	38,792
Less: Haircuts	<u>--</u>
NET CAPITAL	<u>\$ 38,792</u>

COMPUTATION OF NET CAPITAL REQUIREMENTS

Minimum net capital indebtedness	
6-2/3% of net aggregate indebtedness	\$ 230
Minimum dollar net capital required	\$ 5,000
Net Capital required (greater of above amounts)	\$ 5,000
EXCESS CAPITAL	\$ 33,792
Excess net capital at 1,000% (net capital less 10% of aggregate indebtedness)	\$ 38,446

COMPUTATION OF AGGREGATE INDEBTEDNESS

Total liabilities	\$ 3,454
Percentage of aggregate indebtedness to net capital	8.9%

The following is a reconciliation of the above net capital computation with the Company's corresponding unaudited computation pursuant to rule 179-5(d)(4):

NONE REQUIRED

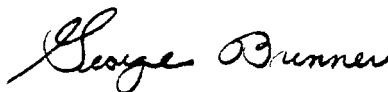
See Accompanying Notes to Financial Statements

George Brenner, CPA
A Professional Corporation
10680 W. PICO BOULEVARD, SUITE 260
LOS ANGELES, CALIFORNIA 90064
310/202-6445 – Fax 310/202-6494

INDEPENDENT AUDITOR'S REPORT
ON THE SCHEDULE OF OPERATING EXPENSES

Board of Directors
Schoenholtz & Co.
Irvine, California

My audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The attached schedule of operating expenses for the year ended December 31, 2004 is presented for purposes of additional information and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in my opinion, is fairly stated in all material respects in relation to the basic financial statements as a whole.



George Brenner, CPA

Los Angeles, California
February 5, 2005

SCHOENHOLTZ & CO.
STATEMENT OF OPERATING EXPENSES
FOR THE YEAR ENDED DECEMBER 31, 2004

Accounting services	\$ 6,650
Auto expense	3,000
Bank charges	36
Fees	1,385
Insurance	369
Meals & entertainment	146
Medical expenses	1,694
Payroll taxes	963
Pension expense	2,000
Professional services	3,589
Office supplies & equipment	1,212
Salaries	8,940
Telephone & Internet services	<u>2,732</u>
 TOTAL	 <u>\$32,716</u>

See Accompanying Notes to Financial Statements

PART II

SCHOENHOLTZ & CO.

STATEMENT OF INTERNAL CONTROL

DECEMBER 31, 2004

George Brenner, CPA
A Professional Corporation
10680 W. PICO BOULEVARD, SUITE 260
LOS ANGELES, CALIFORNIA 90064
310/202-6445 – Fax 310/202-6494

REPORT OF INDEPENDENT ACCOUNT
ON INTERNAL ACCOUNTING CONTROL REQUIRED BY SEC Rule 17a-5

Board of Directors
Schoenholtz & Co.
Irvine, California

In planning and performing my audit of the financial statements of Schoenholtz & Co. (hereafter referred to as the "Company") for the year ended December 31, 2004, I have considered its internal control structure, including procedures for safeguarding securities, in order to determine my auditing procedures for the purpose of expressing my opinion on the financial statements, and not to provide assurance on the internal control structure.

Also, as required by Rule 17a-5(g)(1) of the Securities and Exchange Commission, I have made a study of the practice and procedures (including tests of compliance with such practices and procedures) followed by the Company that I considered relevant to the objectives stated in Rule 17a-5(g) in making the periodic computations of aggregate indebtedness (aggregate debits) and net capital under Rule 17a-5(a)(11) and for determining compliance with the exemptive provisions of Rule 15c-3. I did not review the practices and procedures followed by the company: (1) in making the quarterly securities examinations, counts, verifications, and comparisons, and the recordation of differences required by Rule 17a-13; (2) in complying with the requirements for prompt payment for securities under section 8 of Regulation T of the Board of Governors of the Federal Reserve System; or (3) in obtaining and maintaining physical possession or control of all fully paid and excess margin securities of customers, because the Company does not carry security accounts for customers or perform custodial functions relating to customer securities.

The Management of the Company is responsible for establishing and maintaining an internal control structure and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of internal control structure policies and procedures and of practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the Commission's above mentioned objectives. Two of the objectives of an internal control structure and the practices procedures are to provide management with reasonable, but not absolute, assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition, and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with generally accepted accounting principles.

Board of Directors
Schoenholtz & Co.
Irvine, California

Rule 17a-5(g) lists additional objectives of the practice and procedures listed in the preceding paragraph.

Because of inherent limitations in any internal control structure or the practices and procedures referred to above, errors or irregularities may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the degree of compliance with them may deteriorate.

My consideration of the internal control structure would not necessarily disclose all matters in the internal control structure that might be material weaknesses under the standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control structure elements does not reduce to a relatively low level the risk that errors or irregularities in amounts that would be material in relationship to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, I noted no matters involving the accounting system and control procedures that I consider to be material weaknesses as defined above. In addition, the Company was in compliance with the exemptive provisions of Rule 15c3-3 as of December 31, 2004 and no facts came to my attention indicating that such conditions had not been complied with during the year then ended.

I understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the Commission to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on my study, I believe that the Company's practices and procedures were adequate at December 31, 2004 to meet the Commission's objectives.

This report is intended solely for the use of management, the Securities and Exchange Commission, the national Association of Securities Dealers, Inc., and other regulatory agencies which rely on Rule 17a-5(g) under the Securities Exchange Act of 1934, and should not be used for any other purpose.



George Brenner, CPA

Los Angeles, California
February 5, 2005